

POLITICAL SUBDIVISION ADDENDUM – AR1766

This Political Subdivision Addendum ("**Political Subdivision Addendum**") is entered into, by and between U.S. Bank National Association ND ("**U.S. Bank**") and the Political Subdivision identified herein and executing this Political Subdivision Addendum as "**Political Subdivision**", and constitutes an addendum to and modification of the Participating Addendum, dated _____, 2007 (the "**Participating Addendum**") between the State of Utah (the "**State**") and U.S. Bank. This Political Subdivision Addendum shall become effective upon signing by or on the behalf of U.S. Bank ("**Effective Date**") and supersedes any previous and like addenda with the Political Subdivision.

RECITALS

- A. The State has entered into the Participating Addendum for the purpose of making available a Purchase Card Program as described in the Participating Addendum and the WSCA Master Services Agreement 5-06-99-01, dated October 19, 2006 (the "**MSA**") between the State of California and U.S. Bank for use by the State, its Participants and Political Subdivisions;
- B. The State is willing to permit Political Subdivision to participate in the Purchase Card Program, provided that the Political Subdivision assumes all responsibility and liability for Political Subdivision's performance of the terms and conditions of the Participating Addendum and MSA as if Political Subdivision was the entity signing the Participating Addendum as the State. The State shall not bear any liability or responsibility for the Political Subdivision under the Participating Addendum or this Political Subdivision Addendum; and
- C. Political Subdivision has received a copy of the MSA and the Participating Addendum from the State, and after a thorough review of the MSA and the Participating Addendum, desires to participate under the Participating Addendum as a Political Subdivision; provided that Political Subdivision assumes all responsibility and liability for Political Subdivision's performance of the terms and conditions of this Political Subdivision Addendum, as well as the MSA and Participating Addendum, as if Political Subdivision was the entity signing the Participating Addendum as the State, but Political Subdivision shall not be liable for the acts and omissions of the State under the MSA, the Participating Addendum or this Political Subdivision Addendum.

AGREEMENT

Now therefore, in consideration of the foregoing Recitals, which are incorporated herein by reference, the mutual promises and covenants set forth in the MSA and the Participating Addendum, which are incorporated herein by reference, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, all parties agree as follows:

- 1. Capitalized terms used in this Political Subdivision Addendum and not otherwise defined in this Political Subdivision Addendum are used with the same respective meanings attributed thereto in the MSA and the Participating Addendum.
- 2. Political Subdivision agrees to accept and perform all duties, responsibilities and obligations required of the State as such relates to participants as set forth in the MSA and the Participating Addendum. Cards shall be issued to designated employees of Political Subdivision upon execution of this Political Subdivision Addendum by Political Subdivision and U.S. Bank.
- 3. In order to determine credit qualifications for the Political Subdivision, the Political Subdivision shall provide U.S. Bank with the last three (3) years of audited financial statements with this signed Political Subdivision Addendum. The Political Subdivision shall provide to U.S. Bank annual financial statements thereafter. U.S. Bank will review the financial statements and notify the Political Subdivision of the approval or decline of its credit qualification. If such financial statements can be independently obtained by U.S. Bank, the Political Subdivision will not be required to provide such financial statements.
- 4. Political Subdivision shall make payment to U.S. Bank for all Debt incurred by Political Subdivision, its cardholders and Accountholders as provided in the MSA and the Participating Addendum. "**Debt**" means all amounts charged to a card and/or account including without limitation all amounts related to

purchases, fees and other Charges that are owed to U.S. Bank by Political Subdivision, its cardholders and accountholders.

5. Political Subdivision declares that cards shall be used for official Political Subdivision purchases only, and shall not be used for individual, consumer purchases or to incur consumer debt. Political Subdivision warrants that it possesses the financial capacity to perform all of its obligations under the MSA, the Participating Addendum and this Political Subdivision Addendum.
6. The representations, warranties and recitals of Political Subdivision set forth in this Political Subdivision Addendum, the Participating Addendum and the MSA constitute valid, binding and enforceable agreements of Political Subdivision. All extensions of credit made pursuant to this Political Subdivision Addendum, the Participating Addendum and the MSA to Political Subdivision will be valid and enforceable obligations of Political Subdivision and Political Subdivision shall pay to U.S. all Debts incurred by Political Subdivision in accordance with the terms of the MSA, the Participating Addendum and this Political Subdivision Addendum. The execution of this Political Subdivision Addendum and the performance of the obligations hereunder and under the Participating Addendum and the MSA are within the power of Political Subdivision, have been authorized by all necessary action and do not constitute a breach of any agreement to which Political Subdivision is a party or is bound.
7. The notice address for Political Subdivision is:

Political Subdivision:

Attn:

8. Authorization and Execution.

- A. Authorization. Political Subdivision certifies to U.S. Bank that the person executing this Political Subdivision Addendum is authorized by Political Subdivision in accordance with its organization rules and applicable law to bind the Political Subdivision to the terms and conditions of this Political Subdivision Addendum, the Participating Addendum and the MSA, including the authority to incur Debt in the name of the Political Subdivision. Political Subdivision certifies that the signer's authorization to bind the Political Subdivision and incur Debt in the name of the Political Subdivision is evidenced by one of the following:

- ☐ The signer has been granted authority by previous board resolution. (Please attach a copy of the board resolution with an original Secretary's Certificate that states the board resolution is a true copy and is still in full force and effect. This Secretary's Certificate should be signed and dated by the Secretary.)
- ☐ The Political Subdivision is a Political Subdivision and the signer is a duly authorized contracting officer. (Please attach a copy of the contracting warrant.)

If one of the above boxes cannot be checked, or if in the opinion of U.S. Bank's Specialized Underwriting Division further proof of authority is necessary, Political Subdivision must provide a Certificate of Authority (attached). Once completed, please check the box below and submit the original Certificate of Authority along with this Political Subdivision Addendum.

- ☐ Political Subdivision has completed the provided Certificate of Authority (attach original Certificate).

- B. Reliance. Political Subdivision has read, understands and agrees to all terms and conditions in the MSA, the Participating Addendum and this Political Subdivision Addendum and U.S. Bank is entitled to act in reliance upon the authorizations and certifications set forth in the MSA, the Participating Addendum and this Political Subdivision Addendum.

In witness whereof, the parties have, by their duly authorized representatives, executed this Political Subdivision Addendum.

Dated this _____ day of _____, 200__ by:

(Legal Name of Political Subdivision)

(Signature of Authorized Person)

(Printed Name of Authorized Person)

(Printed Title of Authorized Person)

Dated this _____ day of _____, 200__ by:

U.S. Bank National Association ND

(Signature of Authorized Individual)

Robert T. Abele

President

CERTIFICATE OF AUTHORITY

1. **Political Subdivision Information.** This Certificate of Authority has been completed on behalf of the following Political Subdivision (the “**Political Subdivision**”):

Political Subdivision Name: _____

Federal Tax Identification Number: _____

2. **Authorized Persons.** In accordance with the governance rules relating to the Political Subdivision, the following individuals (the “**Authorized Person(s)**”) are authorized, on behalf of the Political Subdivision, to execute and deliver to U.S. Bank National Association ND (“**U.S. Bank**”) the applicable U.S. Bank commercial card program agreement(s), any applicable addenda thereto and any other documents or writings required by U.S. Bank (collectively, the “**Documents**”) for the purpose of establishing one (1) or more commercial card programs, extending credit and providing related services to the Political Subdivision with U.S. Bank in the United States (collectively, the “**Services**”):

Name	Title	Signature

3. **Execution Requirements.** The governance rules relating to the Political Subdivision require the following number of Authorized Persons to sign the Documents for the Services (choose only one):

- ☐ One (1) Authorized Person
☐ Two (2) Authorized Persons

4. **Execution.** By signing the Documents, each individual signing in his or her capacity as an authorized signing officer of Company and not in his or her personal capacity, certifies and warrants that (a) all action required by Company’s organizational documents to authorize the signer(s) to act on behalf of Company in all actions taken under the Documents, including but not limited to, the authority to incur debt on behalf of Company, has been taken, (b) each signer is empowered in the name of and on behalf of Company to enter into all transactions and Services contemplated in the Documents and (c) the signatures appearing on all supporting documents of authority are authentic.

5. **Certification.** I certify that I am the _____ of the Political Subdivision, and as such, I certify that the Authorized Person(s) has/have the full power and authority under applicable law and the governance rules relating to the Political Subdivision to execute and deliver to U.S. Bank, on behalf of the Political Subdivision, and to bind the Political Subdivision under, the Documents for the purpose of establishing and extending the Services. I also certify that the name(s) and title(s) of the Authorized Person(s) set forth above are correct and that the signature appearing beside each name is a true and genuine specimen of his/her signature.

↑ Printed Name of _____ of the Political Subdivision ↑

↑ Signature of Individual Signing Above ↑ (**Cannot** be an Authorized Person listed in Section 2)

I certify that I am an officer of the Political Subdivision, and as such, I certify that the _____ is acting in such capacity on behalf of the Political Subdivision, the signature below is my genuine signature and the signature above is the genuine signature of _____.

↑ Printed Name & Title of Individual Signing Below ↑

Attested by One Other Individual of Political Subdivision ↑ Signature ↑ (**Cannot** be an Authorized Person listed in Section 2)

**INSTRUCTIONS FOR COMPLETING THE
CERTIFICATE OF AUTHORITY (COA)**

**NOTE THAT AT LEAST THREE DIFFERENT INDIVIDUALS MUST SIGN THIS DOCUMENT-
ONE IN SECTION 2, TWO IN SECTION 5**

Section 1 Governmental Entity Information

Enter the entity/agency name and the tax ID number on the document.

Note that the entity/agency name must match exactly the name on the Participation Addendum and it must be the legal name of the entity. An exact match is required. If you do not know the *legal name* please consult with your legal department.

Section 2 Authorized Persons

The individual who signed the Participation Addendum must complete and sign Section 2.

Section 3 Execution Requirement

Check one box in Section 3 to indicate how many individuals (either 1 or 2) at your entity are required to sign legal documents on behalf of entity.

Section 4 Execution

No action required.

Section 5 Certification

The _____ of the organization is required to sign this section attesting to the signatures in Section 2. One other officer of the entity must sign as well below the signature of the _____ attesting to the signature of the _____.

Note: *Two individuals must sign this section
The individual(s) who signed in Section 2 cannot sign in Section 5 s or this document is invalid.*

QUESTIONS? CALL YOUR U.S. BANK REPRESENTATIVE!